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*Proposed Counsel for the Debtors and
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|---------------------------------------|-------------------------|
| -----X | |
| In re: | : Chapter 11 |
| | : : |
| GBG USA Inc., | : Case No. 21-_____ () |
| | : : |
| Debtor. | : : |
| -----X | |
| In re: | : Chapter 11 |
| | : : |
| GBG North America Holdings Co., Inc., | : Case No. 21-_____ () |
| | : : |
| Debtor. | : : |
| -----X | |
| In re: | : Chapter 11 |
| | : : |
| Jimlar Corporation, | : Case No. 21-_____ () |
| | : : |
| Debtor. | : : |
| -----X | |
| In re: | : Chapter 11 |
| | : : |
| Homestead International Group Ltd., | : Case No. 21-_____ () |
| | : : |
| Debtor. | : : |
| -----X | |
| In re: | : Chapter 11 |
| | : : |
| IDS USA Inc., | : Case No. 21-_____ () |
| | : : |
| Debtor. | : : |
| -----X | |

| | | |
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| In re: | : | Chapter 11 |
| | : | |
| MESH LLC, | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| Frye Retail, LLC, | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| Krasnow Enterprises, Inc., | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| Krasnow Enterprises Ltd., | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| Pacific Alliance USA, Inc., | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| GBG Spyder USA LLC, | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
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**DEBTORS' MOTION FOR ORDER AUTHORIZING
JOINT ADMINISTRATION PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) hereby move (the “**Motion**”) for entry of an order, substantially in the form

attached hereto as Exhibit A (the “**Proposed Order**”), directing the joint administration of the Debtors’ chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). In support of the Motion, the Debtors rely upon and incorporate by reference the *Declaration of Mark Caldwell in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”), which was filed with this Court concurrently herewith, and respectfully represent:

BACKGROUND

1. On the date hereof (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors intend to continue in the possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. As of the date hereof, no trustee, examiner or official committee has been appointed in any of the Debtors’ cases.

2. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration.

JURISDICTION

3. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The predicate for the relief requested herein is Bankruptcy Rule 1015(b).

RELIEF REQUESTED

4. By the Motion, the Debtors seek entry of the Proposed Order, pursuant to Bankruptcy Rule 1015(b), directing the consolidation of the Debtors’ chapter 11 cases for

procedural purposes only.

5. The Debtors also request that one file and one docket be maintained for all of the jointly administered cases under the lead case of GBG USA Inc. In addition, the Debtors propose that all pleadings relating to the Debtors' cases contain the following joint caption:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| -----X | |
| In re: | : Chapter 11 |
| | : |
| GBG USA Inc., <u>et al.</u> , ¹ | : Case No. 21-_____ () |
| | : |
| Debtors. | : (Jointly Administered) |
| -----X | |

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal taxpayer identification number are as follows: GBG USA Inc. (2467), Jimlar Corporation (8380), GBG North America Holdings Co., Inc. (5576), Homestead International Group Ltd. (0549), IDS USA Inc. (7194), MESH LLC (8424), Frye Retail, LLC (1352), Krasnow Enterprises, Inc. (0122), Krasnow Enterprises Ltd. (0001), Pacific Alliance USA, Inc. (0435), and GBG Spyder USA LLC (9108). The Debtors' executive headquarters are located at 350 5th Avenue, 10th Floor, New York, NY 10118.

6. The Debtors further request that all original pleadings be captioned as indicated in the preceding paragraph, that all original docket entries are made in the case of GBG USA Inc., Case No. 21- _____ (), and that a docket entry be made in the other Debtors' chapter 11 cases substantially as follows:

"An order has been entered in this case in accordance with Bankruptcy Rule 1015(b) directing the procedural consolidation and joint administration of the chapter 11 cases of GBG USA Inc. and its affiliates that have concurrently commenced chapter 11 cases. The docket in the chapter 11 case of GBG USA Inc., Case No. 21- _____ (), should be consulted for all matters affecting this case."

7. The Debtors also seek authority to file a single monthly operating report as required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the United States Trustee, in accordance with the applicable Instructions for UST Form 11-MOR: Monthly Operating Report and Supporting Documentation. The monthly

operating report shall be filed on a consolidating (not consolidated) basis. The report shall contain on a consolidating basis the information required for each Debtor that tracks and breaks out all of the specific information, e.g. receipts, disbursements, profit and loss statements, balance sheets and other required information, on a Debtor-by-Debtor basis.

BASIS FOR RELIEF REQUESTED

8. Bankruptcy Rule 1015(b) provides that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). As set forth in the First Day Declaration, the Debtors in these chapter 11 cases are “affiliates” as defined in section 101(2) of the Bankruptcy Code.

9. The Debtors believe that it would be most practical, expedient and efficient for the administration of these chapter 11 cases if the Court were to authorize their joint administration. All of the Debtors are co-obligors under the Debtors’ prepetition credit facilities. In addition, the Debtors anticipate that practically all of the motions, hearings and matters involved in these chapter 11 cases will affect all of the Debtors. If approved, joint administration will reduce costs, facilitate administrative efficiency, and avoid procedural problems otherwise attendant to the administration of separate but related chapter 11 cases. Moreover, as the relief sought herein is procedural and not intended to affect any substantive rights, no party will be prejudiced by the relief requested herein. To the extent applicable, creditors may still file claims against a particular debtor or its estate, and intercompany claims will not be affected.

10. The Debtors further submit that filing a single monthly operating report will support administrative economy and efficiency without prejudice to any party in interest and would accurately reflect the Debtors’ consolidated business operations and financial affairs.

NOTICE

11. Notice of this Motion will be provided to: (a) the United States Trustee for Region 2; (b) the Debtors' fifty (50) largest unsecured creditors on a consolidated basis; (c) counsel to the first lien lenders under the Debtors' prepetition first lien secured credit facilities; (d) counsel to the agent and the collateral agent under the Debtors' prepetition secured credit facilities; (e) counsel to the lenders under the Debtors' proposed debtor-in-possession financing facility and stalking horse bidder with respect to the Debtors' Aquatalia assets; (f) the United States Attorney's Office for the Southern District of New York; (g) the Internal Revenue Service; and (h) counsel to Global Brands Group Holding Limited, the Debtors' ultimate parent entity. The Debtors submit that, under the circumstances, no other or further notice is required.

12. No previous motion for the relief requested herein has been made to this or to any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: July 29, 2021
New York, New York

WILLKIE FARR & GALLAGHER LLP
*Proposed Counsel for the Debtors and
Debtors in Possession*

By: /s/ Rachel C. Strickland
Rachel C. Strickland
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Ciara A. Copell
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EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
GBG USA Inc., : Case No. 21-_____ ()
: :
Debtor. :
-----X

In re: : Chapter 11
: :
GBG North America Holdings Co., Inc., : Case No. 21-_____ ()
: :
Debtor. :
-----X

In re: : Chapter 11
: :
Jimlar Corporation, : Case No. 21-_____ ()
: :
Debtor.: :
-----X

In re: : Chapter 11
: :
Homestead International Group Ltd., : Case No. 21-_____ ()
: :
Debtor. :
-----X

In re: : Chapter 11
: :
IDS USA Inc., : Case No. 21-_____ ()
: :
Debtor. :
-----X

In re: : Chapter 11
: :
MESH LLC, : Case No. 21-_____ ()
: :
Debtor. :
-----X

In re: : Chapter 11
: :
Frye Retail, LLC, : Case No. 21-_____ ()
: :
Debtor. :
-----X

| | | |
|-----------------------------|---|-----------------------|
| In re: | : | Chapter 11 |
| | : | |
| Krasnow Enterprises, Inc., | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| Krasnow Enterprises Ltd., | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| Pacific Alliance USA, Inc., | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| GBG Spyder USA LLC, | : | Case No. 21-_____ () |
| | : | |
| Debtor. | : | |
| ----- | X | |

**ORDER DIRECTING JOINT
ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)¹ of the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) for entry of an order, pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the joint administration of the Debtors’ chapter 11 cases; and upon consideration of the Motion and all of the pleadings related thereto, including the *Declaration of Mark Caldwell in Support of Chapter 11 Petitions and First Day Pleadings*; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue of these cases and the Motion in this district being proper pursuant to

¹ Capitalized terms used but not defined herein shall have the meanings given to them in the Motion.

28 U.S.C. §§ 1408 and 1409; and upon the record of the hearing held on the Motion; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that:

1. The Motion is granted to the extent set forth herein.

2. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 21-_____ (____) in accordance with Bankruptcy Rule 1015(b).

3. The joint caption of the Debtors' cases shall read as follows:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--|--------------------------|
| -----X | |
| In re: | : Chapter 11 |
| | : |
| GBG USA Inc., <u>et al.</u> , ¹ | : Case No. 21-_____ () |
| | : |
| Debtors. | : (Jointly Administered) |
| -----X | |

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal taxpayer identification number are as follows: GBG USA Inc. (2467), Jimlar Corporation (8380), GBG North America Holdings Co., Inc. (5576), Homestead International Group Ltd. (0549), IDS USA Inc. (7194), MESH LLC (8424), Frye Retail, LLC (1352), Krasnow Enterprises, Inc. (0122), Krasnow Enterprises Ltd. (0001), Pacific Alliance USA, Inc. (0435), and GBG Spyder USA LLC (9108). The Debtors' executive headquarters are located at 350 5th Avenue, 10th Floor, New York, NY 10118.

4. The caption of the jointly administered cases shall read as indicated in the preceding decretal paragraph, and all original docket entries shall be made in the case of GBG USA Inc., Case No. 21-_____ (____).

5. A docket entry shall be made in the other Debtors' chapter 11 cases substantially as follows:

“An order has been entered in this case in accordance with Bankruptcy Rule 1015(b) directing the procedural consolidation and joint administration of the chapter 11 cases of GBG USA Inc. and its affiliates that have concurrently commenced chapter 11 cases. The docket in the chapter 11 case of GBG USA Inc., Case No. 21-_____, (___), should be consulted for all matters affecting this case.”

6. The Debtors shall file a single monthly operating report as required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the United States Trustee, in accordance with the applicable Instructions for UST Form 11-MOR: Monthly Operating Report and Supporting Documentation. The monthly operating report shall be filed on a consolidating (not consolidated) basis. The report shall contain on a consolidating basis the information required for each Debtor that tracks and breaks out all of the specific information, e.g. receipts, disbursements, profit and loss statements, balance sheets and other required information, on a Debtor-by-Debtor basis.

7. This Court shall retain jurisdiction with respect to any and all matters arising from or relating to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2021
New York, New York

UNITED STATES BANKRUPTCY JUDGE